Marion County Railroad Authority Jasper, Tennessee

Audited Financial Statements

June 30, 2009

Marion County Railroad Authority Jasper, Tennessee Audit Report June 30, 2009

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Marion County Railroad Authority Jasper, Tennessee Introductory Section - Unaudited June 30, 2009

Roster of Board Members

Board Members

Howell Moss, Chairman Jasper, TN

John Graham, Vice Chairman Jasper, TN

Sheila Grider, Secretary - Treasurer Jasper, TN

Billy Simpson, Director Jasper, TN

David Jackson, Director Kimball, TN

Mike Killian, Director South Pittsburg, TN

Mark Myers, Director South Pittsburg, TN

MARION COUNTY RAILROAD AUTHORITY JASPER, TN MANAGEMENT'S DISCUSSION AND ANALYSIS - UNAUDITED YEAR ENDED JUNE 30, 2009

As management of Marion County Railroad Authority ("Authority"), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the fiscal year ended June 30, 2009.

Financial Highlights

- The assets of the Authority exceeded the liabilities at the close of business on June 30, 2009, by \$166,344.39 (net assets). Of this amount, \$166,344.39 (unrestricted net assets) may be used to meet the Authority's ongoing obligations to citizens and creditors.
- During the fiscal year ended June 30, 2009, the Authority's total net assets increased by \$109,337.62.
- At the end of the fiscal year ended June 30, 2009, unreserved fund balances totaled \$166,344.39.
- The only payable that the Authority had at June 30, 2009 was due to the engineering firm that represents the Authority with TDOT.

Overview of the Financial Statements

This discussion and analysis are intended to serve as an introduction to the Authority's basic financial statements. The Authority's basic financial statements comprise three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to financial statements. This report also contains supplementary information in addition to the basic financial statements themselves.

Government-Wide Financial Statements - The government-wide financial statements are designed to provide readers with a broad overview of the Authority's finances, in a manner similar to a private-sector business.

The statement of net assets presents information on all of the Authority's assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating.

The statement of activities presents information showing how the Authority's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods.

Both of the government-wide financial statements distinguish functions of the Authority that are principally supported by contracts with TDOT and subcontracts with railroad operators and vendors that are intended to recover all or a significant portion of their costs through a rebill and pass-through system of reimbursement for the Authority, operators and vendors.

Fund financial statements - A fund is a group of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority, like other state and local government units, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All funds of the Authority are in the category of government funds.

Governmental funds - Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for government

activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

Government-Wide Financial Analysis

As noted earlier, net assets may serve over time as a useful indicator of a government's financial position. In the case of the Authority, assets exceeded liabilities by \$166,344.39 at the close of the fiscal year ended June 30, 2009. The cash balance in the Authority's checking account is used for payment of the month-to-month operating expenses.

Financial statements required as part of this document

Section 11b of the Governmental Accounting Standards Board Statement No. 34, Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments states that the government must submit condensed financial information derived from government-wide financial statements, comparing the current year to the prior year. The Authority's condensed statements to meet this requirement are as follows:

Condensed Statement of Net Assets

Current and other assets Accounts receivable Total assets	June 30, 2009 \$ 283,422.39 35,659.00 319,081.39	June 30, 2008 \$ 57,006.77 0.00 57,006.77
Short-term liabilities Accounts payable Total liabilities	152,737.00 152,737.00	0.00
Net assets: Unrestricted Total net assets	166,344,39 <u>166,344,39</u>	57,006.77 \$57,006.77
	Condensed Statemen	t of Activities
	June 30, 2009	June 30, 2008
Revenues:		
Program revenues: Operating grants	\$ 171,221.49	\$ 158,121.00
Program revenues:	\$ 171,221.49 <u>231,903.00</u> 403,124.49	\$ 158,121.00 46,778.00 204,899.00
Program revenues: Operating grants Sale of used track Total revenues Expenses:	231,903.00 403,124.49	46,778.00 204,899.00
Program revenues: Operating grants Sale of used track Total revenues	231,903.00	46,778.00

Requests for Information

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to:

Howell Moss, Chairman Marion County Railroad Authority Marion County Courthouse Jasper, TN 37347

BEAN, RHOTON & KELLEY, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

300 SOUTH JEFFERSON STREET, SUITE A, WINCHESTER, TN 37398

Office: 931-967-0611 Fax: 931-967-4784 www.brkepa.com Members of American Institute of Certified Public Accountants, Tennessee Society of CPA's, Association of Government Accountants

Independent Auditors' Report

To the Board of Directors Marion County Railroad Authority Jasper, Tennessee

We have audited the accompanying financial statements of the governmental activities and the major fund of the Marion County Railroad Authority, a jointly governed authority of Marion County, Tennessee and the municipalities of Jasper, Kimball, and South Pittsburg, as of and for the year ended June 30, 2009, which collectively comprise the Authority's basic financial statements as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities and the major fund of the Marion County Railroad Authority, as of June 30, 2009, and the respective changes in financial position for the year then ended in conformity with accounting principles generally accepted in the United States of America.

In accordance with Government Auditing Standards, we have also issued our report dated February 18, 2010, on our consideration of the Authority's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with Government Auditing Standards and should be considered in assessing the results of our audit.

The managements' discussion and analysis on pages i through iii, is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the required supplementary information. However, we did not audit the information and express no opinion on it.

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise the Authority's basic financial statements. The introductory section and schedule listed in the table of contents are presented for additional analysis and are not a required part of the basic financial statements. The introductory section has not been subjected to the auditing procedures applied in the audit of the basic financial statements and, accordingly, we express no opinion on it. The schedule listed in the table of contents was subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly presented in all material respects in relation to the basic financial statements taken as a whole.

Bean, Rhoton & Kelley, PLLC

February 18, 2010

Marion County Railroad Authority Jasper, Tennessee Government-Wide Statement of Net Assets June 30, 2009

		Governmental Activities		Total
ASSETS				
Cash and cash equivalents	\$	283,422.39	\$	283,422.39
Accounts receivable		35,659.00		35,65 <u>9.00</u>
Total assets	_	319,081.39	-	319,081.39
LIABILITIES				
Liabilities:				
Accounts payable and accrued expenses		152,737.00	_	152,737.00
Total liabilities	_	152,737.00	_	152,737.00
NET ASSETS				
Unrestricted	_	166,344.39		166,344.39
Total net assets	\$_	166,344.39	\$	166,344.39

Marion County Railroad Authority Jasper, Tennessee Government-Wide Statement of Activities Year ended June 30, 2009

				Function	n/ Program:
		Total		Program	Administration
Expenses:	_				
Engineering services	\$	290,102.49	\$	290,102.49	0.00
Administrative		3,600.00		0.00	3,600.00
Advertising		84.38		0.00	84.38
Total expenses	_	293,786.87	_	290,102.49	3,684.38
Program Specific Operating Grants and Contributions:					
Contributions from State of Tennessee		171,221.49			
Sale of used railroad track		231,903.00			
Total program specific operating revenues		403,124.49			
Change in net assets		109,337.62			
Net assets - beginning		57,006.77			
Net assets - ending	\$	166,344.39			

Marion County Railroad Authority Jasper, Tennessee Balance Sheet June 30, 2009

				Total Governmental
		General	_	Funds
ASSETS				
Cash and cash equivalents	\$	283,422.39	\$	283,422.39
Accounts receivable		35,659.00_	_	35,659.00
Total assets	\$	319,081.39	\$	319,081.39
LIABILITIES AND FUND BALANCES				
Liabilities:				
Accounts payable	\$	152,737.00	\$	152,737.00
Total liabilities	_	152,737.00		152,737.00
Fund balances:				
Unreserved		166,344.39		166,344.39
Total fund balances		166,344.39		166,344.39
Total liabilities and fund balances	\$	319,081.39	\$	319,081.39

Marion County Railroad Authority Jasper, Tennessee Statement of Revenues, Expenditures, and Changes in Fund Balance Year Ended June 30, 2009

				Total Governmental
		General		Funds
REVENUES	_			
Contributions from State of Tennessee	\$	171,221.49	\$	171,221.49
Sale of used railroad track		231,903.00		231,903.00
Total revenues	_	403,124.49		403,124.49
EXPENDITURES				
Engineering services		290,102.49		290,102.49
Administrative		3,600.00		3,600.00
Advertising		84.38		84.38_
Total expenditures		293,786.87	_	293,786.87
Excess of revenues over expenditures	_	109,337.62	_	109,337.62
Net change in fund balance		109,337.62		109,337.62
Fund balance - beginning	_	57,006.77	_	57,006.77
Fund balance - ending	\$_	166,344.39	\$_	166,344.39

Marion County Railroad Authority Jasper, Tennessee Notes to Financial Statements June 30, 2009

1. Summary of Significant Accounting Policies -

Business Activity

The Marion County Railroad Authority was created on September 28, 1998 by the Marion County Board of Commissioners in accordance with the provisions of T.C.A. 7-56-201. The primary purpose of the Authority is to provide for the continuation of rail service in Marion County. The Authority did not become financially active until fiscal 2000. The Authority is a jointly governed authority operated by Marion County and the municipalities of South Pittsburg, Kimball, and Jasper, Tennessee. Marion County and the municipalities have no ongoing financial responsibility for the Authority. The Authority is a single purpose entity that does not have any component units and is not a component unit of any entity.

Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, as well as the reported revenues and expenses. Actual results could vary from the estimates that were used.

The Authority's financial statements are prepared in accordance with generally accepted accounting principles (GAAP). The Governmental Accounting Standards Board (GASB) is responsible for establishing GAAP for state and local governments through its pronouncements (Statements and Interpretations). Governments are also required to follow the pronouncements of the Financial Accounting Standards Board (FASB) issued through November 30, 1989 that do not conflict with or contradict GASB pronouncements.

Basic Financial Statements-Government-Wide Statements

The Authority's basic financial statements include both government-wide reporting and fund financial statements. Both the government-wide and fund financial statements categorize primary activities as governmental or business type. The Authority's general administrative services are classified as governmental activities. There are no business-type activities.

In the government-wide Statement of Net Assets, the governmental activities are reported on a full accrual, economic resource basis, which recognizes all long-term assets and receivables as well as long-term debt and obligations. The Authority's net assets are reported in three parts-invested in capital assets, net of related debt; restricted net assets; and unrestricted net assets.

The government-wide Statement of Activities reports both the gross and the net cost of the Authority's functions. The functions are also supported by general government revenues. The Statement of Activities reduces gross expenses (including depreciation) by related program revenues, operating and capital grants. Program revenues must be directly associated with the function.

The net costs (by function) are normally covered by general revenue.

The Authority does not allocate indirect costs.

This government-wide focus is more on the sustainability of the Authority as an entity and the change in the Authority's net assets resulting from the current year's activities.

Basic Financial Statements-Fund Financial Statements

The financial transactions of the Authority are reported in individual funds in the fund financial statement. Each fund is accounted for by providing a separate set of self-balancing accounts that comprises its assets, liabilities, reserves, fund equity, revenues and expenditures/expenses. The various funds are reported by generic classification within the financial statements.

Marion County Railroad Authority Jasper, Tennessee Notes to Financial Statements (continued) June 30, 2009

1. Summary of Significant Accounting Policies (continued) -

The following fund types are used by the Authority:

1. Governmental Funds:

The focus of the governmental fund's measurement (in the fund statements) is upon determination of financial position and changes in financial position (sources, uses, and balances of financial resources) rather than upon net income. The following is a description of the governmental funds of the Authority:

 General fund is the general operating fund of the Authority. It is used to account for all financial resources except those required to be accounted for in another fund.

Basis of Accounting

Basis of accounting refers to the point at which revenues or expenditures/expenses are recognized in the accounts and reported in the financial statements. It relates to the timing of the measurements made regardless of the measurement focus applied.

Accrual:

Governmental activities in the government-wide financial statements are presented on the accrual basis of accounting. Revenues are recognized when earned and expenses are recognized when incurred.

2. Modified Accrual:

The governmental fund financial statements are presented on the modified accrual basis of accounting. Under the modified accrual basis of accounting, revenues are recorded when susceptible to accrual; i.e., both measurable and available. "Available" means collectible within the current period or within 60 days after year end. Expenditures are generally recognized under the modified accrual basis of accounting when the related liability is incurred. The exception to this general rule is that principal and interest on general obligation long-term debt, if any, is recognized when due.

Budgets

The Authority does not have a legal requirement to operate under an adopted budget. External approval or review of a budget is not mandated.

Capital Assets

The Authority does not have any infrastructure and does not retain title to any of the improvements made to the tracks and bridges. The Railroad Authority has no capital assets.

2. Cash Deposits -

The Authority is authorized to invest in the following types of securities and indebtedness, in accordance with governing statues:

- (1) Bonds, notes, treasury bills or similar types of indebtedness to the United States.
- (2) Non-convertible debt including Federal Home Loan Bank, Federal National Mortgage Association, Federal Farm Credit Bank, and Student Loan Marketing Association.
- (3) Other obligations not specified above which provide guaranteed principal and interest by the United States or any of its agencies.

Marion County Railroad Authority Jasper, Tennessee Notes to Financial Statements (continued) June 30, 2009

2. Cash Deposits (continued) -

- (4) Repurchase agreements which involve obligations of the United States or its agencies provided the term of the repurchase agreement does not extend beyond the maturity date of the obligation and the market value of the security exceeds the cost of the security.
- (5) Money market funds invested in any of the aforementioned securities.

The carrying amount of total cash deposits (including petty cash) at June 30, 2009, is \$283,422.39. With the exception of petty cash, all cash deposits were entirely covered by federal depository insurance or by collateral held by the Authority's custodial banks in the Authority's name.

3. Grants -

During the year ended June 30, 2009, the Authority received grants from the Tennessee Department of Transportation. These grants were for the rehabilitation of tracks and bridges for the short-line railroad that serves the Jasper, Kimball and South Pittsburg areas of Marion County. The grants included engineering services related to the rehabilitation. The tracks and bridges are not owned by the Authority or by the county and municipal governments involved. Accordingly, the Authority does not have legal title to the improvements. The grant receipts are recorded as revenues and the expenditures are recorded as expenditures and changes in fund balance.

4. Risk -

Since the Authority does not retain legal title to the railroad improvements, liability and casualty insurance is the responsibility of the various contractors and owner of the railroad. The Authority is named as additional insured on the policies.

5. Sale of Rail -

During the year ended June 30, 2009 the Authority sold rail in the amount of \$231,903 that was not previously carried as an asset on the Authority's books and the entire sale proceeds of \$231,903 were recognized as revenue in the 2009 fiscal year.



Marion County Railroad Authority Jasper, Tennessee Schedule of Expenditures of Federal Awards and State Financial Assistance Year ended June 30, 2009

Grantor	CFDA Number	Contract Number	Beginning (Accrued) Deferred	Receipts	Expenditures	Ending (Accrued) Deferred
Federal Awards		ı	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
State Assistance -						
TN Department of Transportation	ı	Z-05025846	0.00	289.66	289.66	0.00
TN Department of Transportation		Z-07033873	0.00	8,578.22	8,578.22	0.00
TN Department of Transportation	ı	Z-07033891	0.00	2,506.78	2,506.78	0.00
TN Department of Transportation	ı	2-08020878	0.00	6,892.68	6,892.68	0.00
TN Department of Transportation	ı	Z-08020948	0.00	148,168.00	148,168.00	0.00
TN Department of Transportation	ı	Z-09213063	000	4,786.15	4,786.15	0.00
Total State Awards			0.00	171,221.49	171,221.49	0.00
Total State and Federal Awards			\$ 0.00	\$ 171,221.49	\$ 171,221.49	\$ 0.00

Basis of Presentation: The Schedule of Federal Awards and State Financial Assistance summarizes the expenditures of Marion County Railroad Authority for the year ended June 30, 2009. Schedule is presented using the accrual basis of accounting.

BEAN, RHOTON & KELLEY, PLLC

CERTIFIED PUBLIC ACCOUNTANTS

300 SOUTH JEFFERSON STREET, SUITE A, WINCHESTER, TN 37398

Office: 931-967-0611 Fax: 931-967-4784 www.brkepa.com Members of American Institute of Certified Public Accountants, Tennessee Society of CPA's, Association of Government Accountants

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH GOVERNMENT AUDITING STANDARDS

To the Board of Directors Marion County Railroad Authority Jasper, Tennessee

We have audited the financial statements of the governmental activities and major fund of the Marion County Railroad Authority, a jointly governed authority of Marion County, Tennessee and the municipalities of Jasper, Kimball, and South Pittsburg, as of and for the year ended June 30, 2009, which collectively comprise the Marion County Railroad Authority's basic financial statements and have issued our report thereon dated February 18, 2010. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Marion County Railroad Authority's internal control over financial reporting as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Marion County Railroad Authority's internal control over financial reporting. Accordingly, we do not express an opinion on the effectiveness of the Marion County Railroad Authority's internal control over financial reporting.

Our consideration of internal control over financial reporting was for the limited purpose described in the preceding paragraph and would not necessarily identify all deficiencies in internal control over financial reporting that might be significant deficiencies or material weaknesses. However, as discussed below, we identified certain deficiencies in internal control over financial reporting that we consider to be significant deficiencies.

A control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the Marion County Railroad Authority's ability to initiate, authorize, record, process, or report financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the Marion County Railroad Authority's financial statements that is more than inconsequential will not be prevented or detected by the Marion County Railroad Authority's internal control. We consider the following deficiencies to be significant deficiencies in internal control over financial reporting.

Current Year's Significant Deficiencies:

1. Significant Deficiency:

In our review of the overall accounting controls of the Authority's accounting system, we found several areas where proper segregation of duties might be obtained.

Recommendation:

Because of the lack of office staff, we do not believe a complete segregation of duties is possible that would eliminate all weaknesses in the Authority's accounting system. However, a thorough study of the internal control aspect of the accounting system should be considered by the Authority. Certain additional procedures and segregation of proper duties could increase the control over the assets.

Authority's Comment:

Because we have no employees, segregation of duties is a rough task. However, as time permits we hope to add additional controls over the accounting system in the future.

A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected by the Marion County Railroad Authority's internal control.

Our consideration of the internal control over financial reporting was for the limited purpose described in the first paragraph of this section and would not necessarily identify all deficiencies in the internal control that might be significant deficiencies and, accordingly, would not necessarily disclose all significant deficiencies that are also considered to be material weaknesses. However, we believe none of the significant deficiencies described above is a material weakness.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Marion County Railroad Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed instances of noncompliance or other matters that are required to be reported under *Governmental Auditing Standards* and which are described below.

Current Year's Audit Findings:

1. Finding:

In our review of disbursements, we found checks that were not signed by two individuals. It was also noted that the checking account only requires one signature to write checks or withdraw funds.

Recommendation:

Dual signatures ensure a review of disbursements and additional examination of invoices about to be paid. Also, the list of acceptable signatures should be updated frequently to monitor access to those funds.

Authority's Comment:

We will correct this problem.

Cuta Lelle

Marion County Railroad Authority's response to the findings identified in our audit is described above. We did not audit Marion County Railroad Authority's response and accordingly, we express no opinion on it.

This report is intended solely for the information and use of the Board of Directors, management, and the State of Tennessee and is not intended to be and should not be used by anyone other than these specified parties.

Bean, Rhoton & Kelley, PLLC

February 18, 2010